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September 4, 2018

By ECF

Hon. J. Paul Oetken, U.S.D.J.
Thurgood Marshall United States Courthouse
40 Foley Square
New York, NY 10007

Re: *The Bank of New York Mellon, London Branch, v. CART 1, Ltd. et al.*,
No. 1:18-cv-06093-JPO

Dear Judge Oetken:

We represent Interpleader Plaintiff The Bank of New York Mellon, London Branch (“BNY Mellon”). Because subject matter jurisdiction is based on diversity of citizenship pursuant to 28 U.S.C. § 1332,¹ we write in accordance with the Court’s Individual Practices to explain the basis for diversity jurisdiction.

“[A] federal court has diversity jurisdiction over an interpleader action brought pursuant to [Fed. R. Civ. P. 22] so long as the stakeholder . . . is diverse from every claimant.” *Franceskin v. Credit Suisse*, 214 F.3d 253, 259 (2d Cir. 2000). The stakeholder in this case, BNY Mellon, is a New York banking corporation with its principal place of business in New York, New York. *See* Compl. (Dkt. # 1) ¶ 12. Although the case involves BNY Mellon’s London branch, a bank branch has the same citizenship as the bank itself for diversity purposes. *See, e.g., Sty-Lite Co. v. Eminent Sportswear Inc.*, 115 F. Supp. 2d 394, 399 (S.D.N.Y. 2000) (foreign bank incorporated in Hong Kong and with its principal place of business located there was an alien for diversity purposes despite having a branch office in New York). Therefore, BNY Mellon is a citizen of New York.

All of the Interpleader Defendants, by contrast, are foreign citizens. Interpleader Defendant CART 1, Ltd. (“CART 1”) is an exempted limited liability company organized under the laws of the Cayman Islands. *See* Compl. ¶ 13; CART 1 Answer (Dkt. #26) ¶ 13. On information and belief, CART 1’s principal place of business is also in the Cayman Islands.

¹ For the reasons set forth in paragraph 16 of the Interpleader Complaint, there is also federal subject matter jurisdiction under the interpleader statute (28 U.S.C. § 1335).

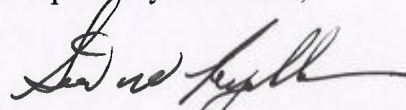
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Interpleader Defendant Deutsche Bank AG Frankfurt (“Deutsche Bank”) is a bank organized under the laws of the Federal Republic of Germany and, upon information and belief, maintains its principal place of business in Frankfurt, Germany. *See* Compl. ¶ 14; Deutsche Bank’s August 9, 2018 Answer (Dkt. # 28) ¶ 14. Finally, Interpleader Defendant CRC Credit Fund Ltd. (“CRC”) is an exempted limited liability company organized under the laws of the Cayman Islands with its principal place of business in the Cayman Islands. *See* Compl. ¶ 15; CRC’s August 9, 2018 Answer (Dkt. # 27) ¶ 15. Accordingly, complete diversity of citizenship exists because this “action is between ‘citizens of a State and citizens or subjects of a foreign state.’” *Universal Licensing Corp. v. Paola del Lungo S.p.A.*, 293 F.3d 579, 580 (2d Cir. 2002) (quoting 28 U.S.C. § 1332(a)(2)).

We look forward to addressing any questions the Court may have at the initial pretrial conference scheduled for September 7, 2018.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Scott W. Reynolds", written in a cursive style.

Scott W. Reynolds